

04-346

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READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDINGFEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

(1) LOCK BOX # 358145			
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Sprint Corporation		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$895.00	
(4) STREET ADDRESS LINE NO. 1 401 9th Street NW.			
(5) STREET ADDRESS LINE NO. 2 Suite 400			
(6) CITY Washington		(7) STATE DC	(8) ZIP CODE 20004
(9) DAYTIME TELEPHONE NUMBER (include area code) 202-585-1900		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0003-7619-39			
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME United Telephone Company of Kansas			
(14) STREET ADDRESS LINE NO. 1 401 9th Street NW.,			
(15) STREET ADDRESS LINE NO. 2 Suite 400			
(16) CITY Washington		(17) STATE DC	(18) ZIP CODE 20004
(19) DAYTIME TELEPHONE NUMBER (include area code) 202-585-1921		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0002-3420-38			
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY \$895.00	
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE		
(28A) FCC CODE 1	(29A) FCC CODE 2		
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE		
(28B) FCC CODE 1	(29B) FCC CODE 2		



Jeff Lindsey
Director
Federal Regulatory Affairs

401 9th St, NW, Suite 400
Washington, DC 20004
Voice: 202 585 1921
Fax: 202 585 1896
Jeff.L.Lindsey@mail.sprint.com

August 20, 2004

Secretary
Federal Communications Commission
Washington, DC 20554

Attention: Wireline Competition Bureau CPD-21 Applications

The accompanying Joint Application of United Telephone Company of Kansas (United) and Blue Valley Tele-Communications, Inc. (Blue Valley) for Transfer of Control of Local Exchange Assets, seeks approval under Section 214 to transfer the assets of United's Onaga and Westmoreland Kansas exchanges to Blue Valley.

In accordance with the requirements of Section 61.21(a)(3) of the Commission's Rules, the FCC Registration Number (FRN) for Sprint Corporation is 0003-7619-39.

The original transmittal letter, along with F.C.C. Form 159 and filing fees in the amount of \$895, is concurrently being delivered to the Wholesale Lockbox Shift Supervisor – Mellon Bank, pursuant to Section 61.32(b) of the Commission's Rules. Acknowledgement and date of receipt of this filing by the Mellon Bank is requested. A duplicate copy of the letter of transmittal is provided for this purpose.

All correspondence and inquiries in connection with this filing should be addressed to me, Jeff Lindsey, Attorney, Sprint Corporation, 401 9th Street, NW, Suite 400, Washington, DC 20004, (202) 585-1921. Thank you.

Sincerely,

A handwritten signature in cursive script that reads "Jeff Lindsey".
Jeff Lindsey

Attachment

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of)
)
United Telephone Company of Kansas and)
Blue Valley Telecommunications Inc.)
)
Joint Application For Transfer of Control)
of the Onaga and Westmoreland Kansas)
Exchanges)

**JOINT APPLICATION FOR TRANSFER OF CONTROL
OF LOCAL EXCHANGE ASSETS**

United Telephone Company of Kansas ("United") and Blue Valley Telecommunications, Inc. ("Blue Valley") (collectively, "Joint Applicants"), pursuant to the procedures set forth in Sections 63.03 and 63.04 of the Commission's Rules, 47 CFR §§63.03 & 63.04, hereby respectfully submit the above-captioned application to transfer control of the assets used to provision local exchange telecommunications services in United's Onaga and Westmoreland, Kansas exchanges. United is a wholly owned subsidiary of Sprint Corporation and currently provides local and intraLATA telecommunications services in the two affected exchanges, marketed under the Sprint brand.¹ However, these exchanges are being purchased by

¹ The Joint Applicants are filing this application out of an extreme abundance of caution. Counsel for United has been advised by Commission staff that the filing of an application seeking Commission approval under Section 214 to transfer the assets of the two exchanges to Blue Valley is required. The staff explained that a 2002 *Report and Order* in CC Docket No. 01-130 (*Implementation of Further Streamlining Measures for Domestic Section 214 Authorizations*), 17 FCC Rcd 5517, 5546-48 imposed such requirement. Counsel for United believes that this requirement exists only when a change of control of a licensee is being effected through an asset sale (as an alternative, for example, to a stock transaction). The subject transaction involves the sale of assets relating only to two local exchanges that comprise a minor portion of the assets of United. Moreover, United does not hold any Section 214 licenses to

Blue Valley and will be transferred to Blue Valley once the sale is approved by the Kansas Corporation Commission. United has notified its subscribers in both exchanges of the sale and pending transfer.

The information required by 47 CFR §63.04 to be included in a Transfer of Control Application is set forth below. As noted, United and Blue Valley understand that because the proposed transaction "involves only the transfer of local exchange assets of an incumbent LEC by means other than an acquisition of corporate control," the application is eligible for streamlined regulatory treatment under 47 CFR §63.03(b)(1)(iii). Thus, the application will be granted on the 31st day following the release of the Public Notice of such application without further action by the Commission unless the Commission advises United and Blue Valley to the contrary. *See* 47 CFR §63.039(a).

1. Name and address of applicants

United: United Telephone Company of Kansas, d/b/a Sprint
6200 Sprint Parkway
Overland Park, KS 66251
(913)624-3000

Blue Valley: Blue Valley Tele-Communications, Inc.
1557 Pony Express Highway
Home, KS 66438
(785)799-3311

2. State in which each applicant is organized

United Telephone Company of Kansas is organized under the laws of the State of Kansas.

provide interstate or foreign telecommunications services. Thus, this sale of assets does not involve the transfer of corporate control of a Commission Section 214 licensee. Nonetheless, in the interests of obtaining all necessary regulatory approvals for the asset transfer as quickly as possible -- and the Joint Applicants understand that this Application is eligible for streamlined regulatory treatment as provided for under Section 63.03(a) and (b)(iii) -- the Joint Applicants decided not to contest the applicability of the Commission's 2002 *Further Streamlining* decision to the proposed transaction.

Blue Valley Tele-Communications, Inc. is organized under the laws of the State of Kansas.

3. Direct correspondence to:

United: Jeff Lindsey
Sprint
401 9th Street NW, Suite 400
Washington, DC 20004
(202)585-1921

Blue Valley: David Cosson
Kraskin, Moorman & Cosson, LLC
2120 L Street NW, Suite 520
Washington, DC 20034
(202) 296-8890

4. Name, address, citizenship and principal business of any person or entity that directly or indirectly owns 10% of the equity of the applicant, and the percentage owned by each of those entities.

United: United of Kansas is a wholly owned subsidiary of Sprint Corporation. Sprint is a Kansas Corporation whose principal place of business is located at 6200 Sprint Parkway, Overland Park, KS 66251. Sprint is a holding company organized for the purpose of engaging in telecommunications and related businesses through its subsidiaries and is publicly listed on the New York Stock Exchange under the symbol FON. No person or corporate entity owns more than a 10 percent share of Sprint.

Blue Valley: Blue Valley is a subscriber owned cooperative which has no person or entity that directly or indirectly owns 10% or more of the equity. Blue Valley is the 100% owner of its subsidiary Blue Valley OW which will own the exchanges.

5. Certification pursuant to §§ 1.2001 through 1.2003 of this chapter that no party to the application is subject to a denial of Federal benefits pursuant to § 5301 of the Anti-Drug Abuse Act of 1988.

United certifies that it is not subject to a denial of Federal benefits pursuant to § 5301 of the Anti-Drug Abuse Act of 1988.

Blue Valley certifies that it is not subject to a denial of Federal benefits pursuant to § 5301 of the Anti-Drug Abuse Act of 1988.

6. Transaction description

As stated, this transaction is an asset purchase. Per terms of a transfer agreement entered into by and between Blue Valley and United, Blue Valley will acquire United's local telecommunications assets and customers in United's Onaga and Westmoreland, Kansas local telephone exchanges. The date of transfer will be established by the Kansas Corporation Commission (KCC). Blue Valley and United have filed a joint application with the KCC seeking approval of this planned transfer.

7. Description of the geographic areas in which the transferor and transferee (and their affiliates) offer domestic telecommunications services, and what services are provided in each area.

United provides local exchange, exchange access and intraLATA toll telecommunications services to approximately 811 customers in the Onaga exchange and to approximately 775 customers in the Westmoreland exchanges. United provides these services to nearly 72,000 customers in Kansas. United's affiliates provide various telecommunications services to nearly 26 million customers worldwide.

Blue Valley currently provides local exchange, exchange access, interexchange service, DSL and ISP service to approximately 1585 subscribers.

8. Statement as to how the applicants fit into one or more of the streamlined categories.

This transaction "involves only the transfer of local exchange assets of an incumbent LEC by means other than an acquisition of corporate control". 47 CFR §63.03 (b) (iii)

9. Identification of all other Commission applications related to this transaction.

On March 8, 2004, United filed an Application to discontinue service in the subject exchanges once the transfer of assets was approved by the Kansas Commission. In the wake of the instant filing, United has withdrawn such application.

10. Is special consideration requested due to imminent business failure of either applicant?

No.

11. Have any separately filed waiver requests been filed with the Commission regarding this transaction?

No.

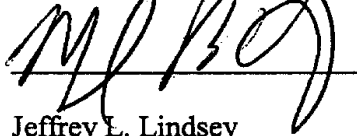
12. **How will grant of this application serve the public interest, convenience and necessity?**

Blue Valley provides telecommunications services to residents in the exchanges adjacent to United's Onaga and Westmoreland. By acquiring United's exchanges, Blue Valley should be able to achieve better economies of scale, thereby allowing it to realize significant cost savings in the provision of telecommunications services to the residents in its own exchanges as well as those in the Onaga and Westmoreland exchanges.

Blue Valley intends to provide quality basic services to the exchange areas it is acquiring, and to improve the existing network where necessary. Blue Valley will install all new outside plant with Fiber-to-the-Home and packet switching capability and re-home the exchanges to its existing exchanges. The new facilities will offer a full menu of basic and advanced services including high speed Internet access and video services. Accordingly, the public interest would be better served if these operationally distinct exchanges were separated from the exchanges to be retained by United and placed in Blue Valley's study area.

Respectfully submitted,

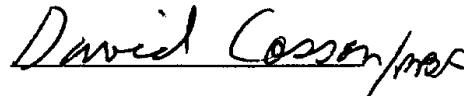
UNITED TELEPHONE COMPANY OF KANSAS



Jeffrey L. Lindsey
Michael B. Fingerhut

401 9th St. NW, Suite 400
Washington, DC 20004
(202) 585-1921

BLUE VALLEY TELE-COMMUNICATIONS,
INC.



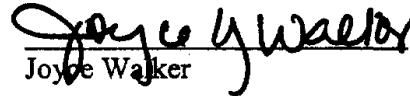
David Cosson

Kraskin, Moorman & Cosson, LLC
2120 L Street NW, Suite 520
Washington, DC 20034
(202) 296-8890

August 20, 2004

CERTIFICATE OF SERVICE

I hereby certify that a copy of Sprint Corporation's Application for Transfer of Control of Local Exchange Assets was sent by electronic filing or United States First Class Mail, postage prepaid, on this the 20th day of August, 2004 to the following parties.


Joyce Walker

BY HAND DELIVERY

Marlene H. Dortch, Secretary
Federal Communication Commission
445 12th Street, SW
Washington, DC 20554

VIA ELECTRONIC MAIL

BPCI
Portals II
445 12th Street, SW
Washington, DC 20554

Julie Veach, Associate Division Chief
Federal Communications Commission
Wireline Competition Bureau
Competition Policy Division
445 12th Street, SW
Washington, DC 20554

Rodney McDonald
Federal Communications Commission
Wireline Competition Bureau
Competition Policy Division
445 12th Street, SW
Washington, DC 20554

VIA U.S. MAIL

Secretary of Defense
Attn: Special Assistant for
Telecommunications
Pentagon
Washington, DC 20131

Governor Kathleen Sebelius
Office of the Governor, State of Kansas
Capitol, 300 SW 10th Avenue, Ste. 2125
Topeka, KS 66612-1590